

BYLAWS

Hot Springs County Lodging Tax Joint Powers Board
DBA: Hot Springs Travel & Tourism Board

ARTICLE I

- 1) Organization. The Hot Springs Travel & Tourism Board, hereinafter referred to as the Board, is organized as a joint power board pursuant to Wyoming Statute §16-1-106 and §39-15-211 (a)(ii)(B)(1); and is governed by the Town of Thermopolis, Town of East Thermopolis, and Hot Springs County Agreement establishing the Hot Springs County Lodging Tax Joint Powers Board dated effective June 1, 1989.

ARTICLE II

- 1) Membership. The Board shall consist of six (6) members who shall be qualified electors of Hot Springs County, Wyoming and one (1) member appointed by the appropriate state agency. Appointment, vacancies, length of terms, and removal shall be governed by the Joint Powers Agreement dated June 1, 1989.

ARTICLE III

- 1) Term of Office. Following initial appointment to the board, the term of office of member of the Board shall be three (3) years ending on June 30. In May of each year, the Hot Springs County Board of Commissioners, Thermopolis Town Council, and East Thermopolis Town Council shall fill any vacancy created by expiration of a member's term, or created by removal or resignation. Board members may be removed, by the government by which he or she was appointed at any time without notice or cause.
- 2) Election of Officers. The Board shall elect from its members a President, Vice President, Secretary, and Treasurer. Said officers are to serve a term of one (1) year. Election of officers shall take place at the November meeting of each year and as otherwise required to fill vacancies.

ARTICLE IV

- 1) Meetings. Meetings of the Board shall be open to the public and shall be conducted in accordance with Wyoming Statutes §§16-4-402 et seq. A regular meeting of the Board shall be held at least once every three months at the call of the President. The month, day, time, and location of meetings will be provided to the press at least five (5) days prior to the regular meeting. The President of the Board or a majority of Board members may call special or emergency meetings.
- 2) Notice. Notice of regular, special, or emergency meetings of the Board shall be provided in accordance with Wyoming Statute §16-4-404, specifically the notice accompanied by

the proposed agenda to those that request in writing notice of future meetings and who have renewed such written request on an annual basis.

- a. Notice of regular meetings shall be sent to each member of the Board by giving verbal, electronic, or written notice, accompanied by the proposed agenda.
 - b. Notice of a special meeting shall be sent at least eight (8) hours prior to the commencement of the meeting to each member of the Board and each newspaper of general circulation, radio, or television station requesting the notice by giving verbal, electronic, or written notice, accompanied by a statement of special business to come before the Board. No other business shall be considered at a special meeting other than those items noticed.
 - c. Notice of emergency meetings shall be provided to each member of the Board by any of the above means or by telephone. A reasonable effort shall be made to offer public notice of emergency meetings.
- 3) Record of Proceedings. The secretary of the Board or his/her designee shall record the minutes of each regular, special, and emergency meeting of the Board, and shall transcribe and distribute the minutes to the members of the Board, and members of the public upon request.
- 4) Quorum & Voting. Four (4) members shall constitute a quorum. Votes may not be taken without a quorum of voting members present. A member of the Board may attend a Board meeting via telephone or video conference if approved by the President, and so long as the member is able to participate in the full discussion of the issue. The President shall only have a vote in the event of a tie vote, in which his/her vote will break the tie.
- 5) Attendance. Members are required to regularly attend all Board meetings. In the event that a Board member must be unavoidably absent, he/she shall notify the President or other designated officer as soon as possible prior to the meeting. After a member has been absent from fifty percent (50%) or more of the regular meetings during a fiscal year, the President of the Board may submit a written request to the government agency from which the member was appointed to request a replacement to fill the unexpired term of the member.
- 6) Compensation. Members of the Board shall serve without compensation, but shall be reimbursed for travel and per diem expenses at the same rate as provided to state employees.
- 7) Conflicts of Interest. Any Board member who has a pecuniary interest in a matter pending before the Board, or who is likely to derive a direct and tangible personal or professional benefit from a particular resolution of the matter, shall declare a conflict of interest and shall not vote on any issue connected with the matter, and his/her presence at the meetings shall be disregarded for the purposes of obtaining a quorum

for voting. The Board member that declares a conflict of interest shall remove themselves from the meeting room in order to not influence the vote with his/her presence.

- 8) Committees. The Board shall, from time to time, for committees to perform work outside the regular Board meetings as necessary. These committees shall elect a chairperson to report back to the Board during the regular meeting any findings or work that has been done.

ARTICLE V

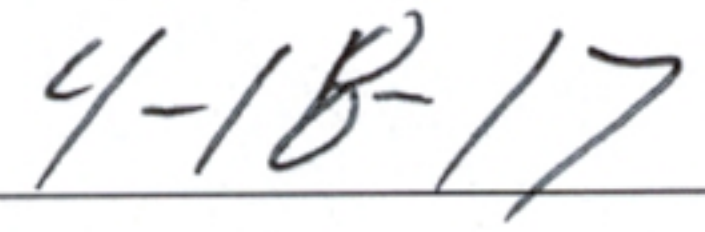
- 1) Amendments. These bylaws may be amended by the Board, upon a majority vote of the board. Bylaw changes must be presented at a regular meeting and may not be acted upon until at least thirty (30) days has passed since the initial presentation.

IN WITNESS WHEREOF, the undersigned have executed this agreement on the day and year indicated, but to be effective as of the day and year above written.

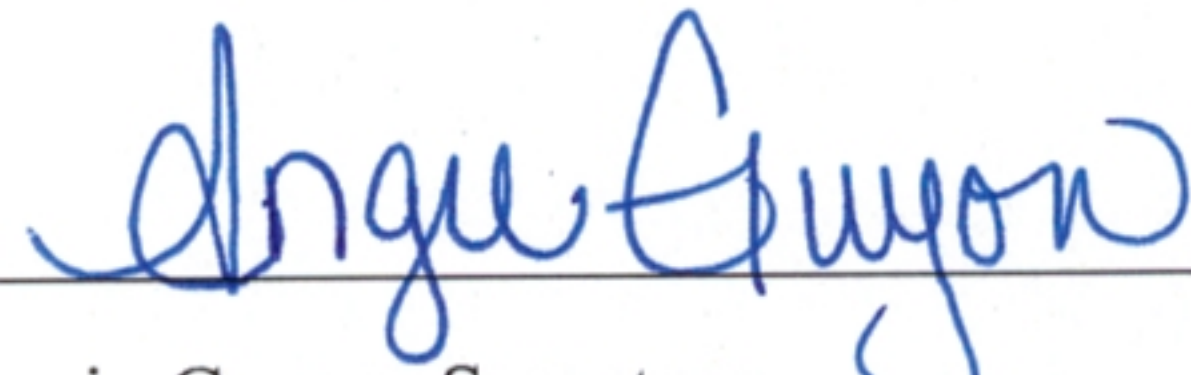
HOT SPRINGS TRAVEL & TOURISM BOARD



Kevin Skates, President



Date



Angie Guyon, Secretary



Date

Attest: